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April 18, 2022

Via ECF

Hon. Katherine Polk Failla
United States District Court
Southern District of New York
40 Foley Square
New York, NY 10007

MEMO ENDORSED

Re: *NEBC v. Allianz Global Investors U.S. LLC et al.*, No. 20 Civ. 07606

Dear Judge Failla,

In connection with NEBC's pre-conference letter filed on April 18, 2022 regarding NEBC's motion to compel Aon to produce responsive, non-privileged documents concerning Structured Alpha and to add five document custodians, NEBC respectfully requests leave to submit a redacted version of the pre-conference letter and to file certain exhibits to that letter either in redacted format or under seal pursuant to Section IX of the Stipulated Second Amended Protective Order (the "Protective Order," Dkt. 115) and Rule 9 of the Court's Individual Rules of Practice in Civil Cases. Specifically, NEBC seeks to file redacted versions of the following exhibits:

Exhibit 1: Aon's January 19, 2022 letter to NEBC, which discusses a document that Aon produced and designated "Confidential."

Exhibit 3: NEBC's March 15, 2022 letter to Aon, which discusses a document that NEBC produced and designated "Confidential."

Exhibit 4: Aon's April 4, 2022 letter to NEBC, which discusses documents that Aon and Allianz produced and designated "Confidential"

Exhibit 8: Aon's March 22, 2022 letter to NEBC, which discusses documents that Aon and NEBC produced and designated "Confidential."

Exhibit 11: NEBC's September 16, 2021 letter to Aon, which discusses documents that Aon produced and designated "Confidential."

Exhibit 12: NEBC's February 16, 2022 letter to Aon, which discusses documents that Aon and Allianz produced and designated "Confidential."

Exhibit 13: NEBC's March 25, 2022 letter to Aon, which discusses documents that Aon and Allianz produced and designated "Confidential."

Additionally, NEBC seeks to file under seal the following exhibit:

Exhibit 7: Document that Aon produced and designated "Confidential."

The attached pre-conference letter and Exhibits 1, 3, 4, 7, 8, and 11-13 include or discuss material that has been designated "Confidential" under the Protective Order. The Protective Order permits the parties to designate certain categories of sensitive information produced in the course of discovery as "Confidential" or "Highly Confidential," with all such material referred to collectively as "Protected Material." Protective Order § IV. The Protective Order requires that "[a] Party or Non-Party submitting any Protected Material to the Court in the Related Actions (whether in support of a pleading or motion, at a hearing, or in connection with any other pre-trial proceeding) must file the Protected Material in redacted form or under seal to the full extent permitted by the Local Rules of the U.S. District Court for the Southern District of New York and Judge Failla's Individual Practices in Civil Cases." *Id.* § IX.A.

The weight of the presumption that documents will be publicly filed is "not particularly great" where, as here, "[t]he documents are not to be submitted in connection with a dispositive motion, but merely a motion to compel further discovery from a party." *Alexander Interactive, Inc. v. Adorama, Inc.*, 2014 WL 4346174, at *2 (S.D.N.Y. Sept. 2, 2014). In addition, Exhibits 3 and 8 discuss documents that NEBC produced and designated "Confidential" because they contain sensitive, non-public information concerning NEBC's investments in Structured Alpha. *See Broadhurst Invs., LP v. Bank of N.Y. Mellon*, No. 09 Civ. 1154 (PKC), 2010 WL 3154840, at *6 (S.D.N.Y. Aug. 2, 2010) (explaining that "financial information . . . may be filed under seal").

Accordingly, NEBC requests leave to file the pre-conference letter with redactions, to file Exhibits 1, 3, 4, 8, and 11-13 with redactions, and to file Exhibit 7 under seal.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Sean W. Gallagher', with a stylized flourish at the end.

Sean W. Gallagher

*Counsel for Plaintiff Blue Cross and
Blue Shield Association National
Employee Benefits Committee*

cc: Counsel of record on ECF

Application GRANTED. Plaintiff shall be permitted to file the above-specified documents in redacted form or under seal. The Clerk of Court is directed to terminate the pending motion at docket entry 155.

Dated: April 19, 2022
New York, New York

SO ORDERED.

A handwritten signature in blue ink, reading "Katherine Polk Failla". The signature is written in a cursive, flowing style.

HON. KATHERINE POLK FAILLA
UNITED STATES DISTRICT JUDGE